UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

	X	
In re	:	
	:	Chapter 11
SEARS HOLDINGS CORPORATION, et al.,	:	
	:	Case No. 18-23538 (RDD)
	:	
Debtors. ¹	:	(Jointly Administered)

AFFIDAVIT OF SERVICE

I, Joudeleen C. Frans, depose and say that I am employed by Prime Clerk LLC ("*Prime Clerk*"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On June 7, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following documents to be served by the method set forth on the Master Service List attached hereto as **Exhibit A**:

- Notice of Presentment of (Proposed) Order (I) Authorizing Assumption and Assignment of Certain Leases and (II) Granting Related Relief [Docket No. 4063]
- Notice of Presentment of (Proposed) Stipulation and Order by and among Sellers, Buyer, and Landlord Izek Shomof and Aline Shomof Irrevocable Children's Trust dated February 11, 1999, Vegas Group, LLC, and East River Group, LLC (I) Extending Time for Assumption or Rejection of Lease of Nonresidential Real Property and (II) Setting Briefing Schedule [Docket No. 4066]

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

- Motion of Transform Holdco LLC for Leave to File under Seal Transform Holdco LLC's Response to Starboard Platform Brighton JV LLC's Supplemental Objections to Notice of Assumption and Assignment of Additional Designatable Lease [Docket No. 4121]
- Transform Holdco LLC's Response to Starboard Platform Brighton JV LLC's Supplemental Objections to Notice of Assumption and Assignment of Additional Designatable Leases [Docket No. 4122]
- Certificate of No Objection regarding (Proposed) Stipulation and Order by and among Sellers, Buyer, and Landlord Izek Shomof and Aline Shomof Irrevocable Children's Trust dated February 11, 1999, Vegas Group, LLC, and East River Group, LLC Extending Time for Assumption or Rejection of Lease of Nonresidential Real Property [Docket No. 4130]
- Certificate of No Objection regarding (Proposed) Order (I) Authorizing Assumption and Assignment of Certain Leases and (II) Granting Related Relief [Docket No. 4131]
- Transform Holdco LLC's Response to Debtors' Motion to (A) Enforce the Automatic Stay against First Data Merchant Services Corp. and (B) Compel Turnover of Estate Property [Docket No. 4140]
- Declaration of Abena A. Mainoo in Support of Transform Holdco LLC's Response to Debtors' Motion to (A) Enforce the Automatic Stay against First Data Merchant Services Corp. and (B) Compel Turnover of Estate Property [Docket No. 4141]

On June 7, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following documents via overnight mail on Weil Gotshal & Manges LLP, Attn: R Schrock, G Fail, J Marcus, and S Singh, 767 Fifth Avenue, New York, NY 10153:

- Transform Holdco LLC's Response to Debtors' Motion to (A) Enforce the Automatic Stay against First Data Merchant Services Corp. and (B) Compel Turnover of Estate Property [Docket No. 4140]
- Declaration of Abena A. Mainoo in Support of Transform Holdco LLC's Response to Debtors' Motion to (A) Enforce the Automatic Stay against First Data Merchant Services Corp. and (B) Compel Turnover of Estate Property [Docket No. 4141]

On June 7, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following documents via first class mail and email on Starboard Platform Brighton JV LLC (MMLID # 6040248), c/o Dentons US LLP, Attn: Lauren Macsoud and Arthur H. Ruegger, 1221 Avenue of the Americas, New York, NY 10020 arthur.ruegger@dentons.com:

• Motion of Transform Holdco LLC for Leave to File under Seal Transform Holdco LLC's Response to Starboard Platform Brighton JV LLC's Supplemental Objections to Notice of Assumption and Assignment of Additional Designatable Lease [Docket No. 4121]

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 Transform Holdco LLC's Response to Starboard Platform Brighton JV LLC's Supplemental Objections to Notice of Assumption and Assignment of Additional Designatable Leases [Docket No. 4122]

Dated: June 12, 2019

State of New York County of New York

Subscribed and sworn to (or affirmed) before me on June 12, 2019, by Joudeleen C. Frans, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Joudeleen C Fran

Signature:

JAMES A. MAPPLETHORPE Notary Public, State of New York No. 01MA6370846 Oualified in New York County

Commission Expires February 12, 2022

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Exhibit A

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Master Service List Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
		Attn: Dana Nessel, Juandisha M. Harris		
		3030 W. Grand Blvd.		
	AG and Assistant AG for the State of	Cadillac Place, Ste. 10-200		
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Creditors of Sears Holdings Corporation, et al.	Akin Gump Strauss Hauer & Feld LLP	New York NY 10036	sbrauner@akingump.com	Email
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Mellon FKA the Bank of New York	Aldridge Pite, LLP	San Diego CA 92177-0933	jarnold@aldridgepite.com	Email
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Plan	Allen & Overy LLP	New York NY 10020	joseph.badtke-berkow@allenovery.com	Email
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		Attn: Anthony J. D'Artiglio, Joshua S. Bauchner		
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Master Service List Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
IOO 200 SW C Ave I I C //(SW I I C//) and I I S Bank National				
IQ9-200 SW C Ave, LLC ("SW LLC") and U.S. Bank, National				
Association as Trustee, Successor-in-interest to Bank of		Attended to the American Francisco		
America, N.A., as Trustee, Successor-by-merger to LaSalle		Attn: Joseph Aronauer, Esq.		
Bank National Association, as Trustee for Morgan Stanley		One Grand Central Place		
Capital I Inc., Commercial Mortgage Pass-Through		60 East 42nd Street, Suite 1420		
Certificates, Series 2005-IQ9	Aronauer & Yudell, LLP	New York NY 10165	jaronauer@ayllp.com	Email
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		100 Quimby Street		
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eouniseit to 200 of Franker) 220	packett out trainer a kindsky, zzi	Attn: Eric R. Goodman	I I I I I I I I I I I I I I I I I I I	2.11011
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		127 Public Square, Suite 2000		
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Courselts Drivers Brown to Course less and Federal Back.				
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Counsel to The Macerich Company, Starwood Retail Partners	,			
LLC, Acadia Realty Limited Partnership, C.E. John Company,				
Inc., Centennial Real Estate Co., CenterCal Properties, LLC, GS		Attn: Dustin P. Branch		
Pacific ER, LLC, PGIM Real Estate, Vintage Real Estate, LLC,		2029 Century Park East		
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Master Service List Served as set forth below

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Counsel to Federal Realty Investment Trust, Acadia Realty				
Limited Partnership, PGIM Real Estate, Pacific Retail Group,				
WBCMT 2007-C33 Independence Center LLC, Starwood Retail				
Partners LLC, Kravco Company, Brixmor Property Group, Inc.	,			
Centennial Real Estate Co., CenterCal Properties, LLC, C. E.		Attn: Leslie C. Heilman, Matthew G. Summers		
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West Seneca NewCo, LLC, Washington Commons NewCo LLC		Barclay Damon Tower		
and DGI LS, LLC, Light 125 James West LLC, Shilington Plaza		125 East Jefferson Street		
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		· ·		
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Master Service List Served as set forth below

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		Attn: Lawrence M. Schwab, Thomas M. Gaa		
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Wilshire Business Center, a California General Partnership)	Binder & Malter LLP	Santa Clara CA 95050	julie@bindermalter.com	Email
Counsel to Kin Properties, Inc.; Aleff LLC; Arcolo Limited				
· · · · · · · · · · · · · · · · · · ·				
Partnership; Cansan Company, LLC; Fairsan Company LLC;				
Floreff LLC; Fundamentals Co LLC; Greenmich LLC; Hareff LLC;				
Hillsborough Associates; Jeffrey Sandelman, Alison Schreier		Attenual officery Dhodos		
and Tracey Brewer, Successor Co-Trustees of the Pasan Trust; Mantkin LLC; Musue LLC; Nathan Alison LLC; Sugencole LLC;		Attn: Jeffrey Rhodes 1825 Eye Street NW		
	Diamir Dama III D	,	IDL - d - ODL - D	Eil
Sugengran LLC; Sugengran LLC; and Sugensteve LLC Counsel to Hansae Co. Ltd., Kin Properties, Inc.; Aleff LLC;	Blank Rome LLP	Washington DC 20006	JRhodes@BlankRome.com	Email
Arcolo Limited Partnership; Cansan Company, LLC; Fairsan				
Company LLC; Floreff LLC; Fundamentals Co LLC; Greenmich				
LLC; Hareff LLC; Hillsborough Associates; Jeffrey Sandelman,				
Alison Schreier and Tracey Brewer, Successor Co-Trustees of		Attn: Stanley B. Tarr, Evan J. Zucker		
the Pasan Trust; Mantkin LLC; Musue LLC; Nathan Alison LLC;		The Chrysler Building		
Sugencole LLC; Sugengran LLC; Sugengran LLC; and		405 Lexington Avenue	Tarr@BlankRome.com	
Sugensteve LLC	Blank Rome LLP	New York NY 10174	EZucker@BlankRome.com	Email
Sugeristeve LLC	Blank Rome EE	Attn: George Anthony Bleus, Esq.	LZGCKCI & DIGHKNOITIC.COM	Eman
Counsel to Taylor Sorensen, as Person Representative of the		Attorneys at Law		
Wrongful Death Estate of Jonathan Sorensen, Deceased,		2633 Dakota NE		
("Sorensen")	Bleus & Associates, LLC	Albuquerque NM 87110	bleusandassociates@gmail.com	Email
,	,	Attn: Wanda Borges, Esq., Sue L. Chin, Esq.		
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Master Service List Served as set forth below

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		Attn: Julie F. Montgomery, Esq.		
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or total, mo	Duentanian ingerson a nooney i c	Attn: Eric G. Waxman III, Anthony De Leo	cyterranson in ger @ arperson	2111011
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Governor's Square Company dba Governor's Square Mall,				
Huntington Mall Company dba Huntington Mall,				
Meadowbrook Mall Company dba Meadowbrook Mall, Ohio				
Valley Mall Company dba Ohio Valley Mall, the Cafaro				
Northwest Partnership dba South Hill Mall, Spotsylvania Mall		Attn: Richard T. Davis		
Company dba Spotsylvania Towne Centre and Howland		5577 Youngstown-Warren Rd.		
Commons, LLC dba Howland Commons	Cafaro Management Company	Niles OH 44446	rdavis@cafarocompany.com	Email
		1	oaiai oooiiipaii jiooiii	

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Master Service List Served as set forth below

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•		Attn: Joan S. Huh		
Counsel for California Department of Tax and Fee	California Department of Tax and Fee	450 N Street, MIC: 82		
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		Attn: Sarah J. Klebolt, Esq.	jesimising sameranger	3.114.11
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Counsel to Crossroads Joint Venture, LLC, Landlord of Kmart		707 Summer Street		
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Escondido Associates, L.P., Oakridge Mall LLC, WEA Palm				
Desert LLC, Sarasota Shoppingtown LLC, WEA Southcenter				
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Texas, Denton County Road Utility District #1, County of				
Erath, The County of Guadalupe, Texas, Harrison Central				
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of Hays, Texas, The County of Henderson, Texas, The County				
of Jasper, Texas, Groesbeck Independent School District, The				
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		50 South Sixth Street, Suite 1290		
Indenture Trustee for the Second Lien Notes	Wilmington Trust, National Association	Minneapolis MN 55402		Overnight Mail
	, , , , , , , , , , , , , , , , , , , ,	Attn: Steven Cimalore, Vice President		- J
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indeture trustee and collateral agent	Wilmington Trust, National Association	Wilmington DE 19890-0001	scimalore@wilmingtontrust.com	Email
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	Wilmorita Managament Crawn LLC			Overnight Macil
Marketpalce	Wilmorite Management Group LLC	Rochester NY 14624		Overnight Mail

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Master Service List Served as set forth below

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